

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

DEC. 16 2003
RECEIVED

RECORDATION NO. 22479C FILED

DEC 16 '03

2-35 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

December 12, 2003

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 28, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22479.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Greenbrier Leasing Corporation
One Centerpoint Drive, Suite 400
Lake Oswego, OR 97035

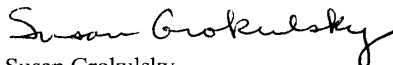
A description of the railroad equipment covered by the enclosed document is two hundred forty-nine (249) 5150 cu. ft. covered hopper railcars, with car marks AOK and ICE (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,



Susan Grokulska
Manager of Documentation

Enclosures

(GRBR003)

RECORDATION NO. 22479-C FILED

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ASSGN. NO. GRBR003

AMENDMENT TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of December 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Greenbrier Leasing Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 12, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Schedule No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Schedule No. 1 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on September 30, 2003 at 12:49 p.m. with secondary Recordation Number 22479-B.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

- a) Exhibit A to such Memorandum of Lease is amended as follows:

Car marks IMRL are deleted from Exhibit A and car marks ICE are substituted therefor, numbers shall remain the same; and

- b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: R. A. DOMAGROSKI
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 9th day of December 2003

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

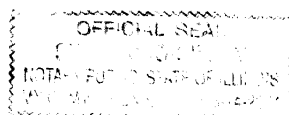
I, SUSAN GROKULSKY, a Notary Public of the State and County aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of December, 2003.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
Notary Public



LESSEE:

GREENBRIER LEASING CORPORATION

ATTEST:

By: Norris M. Webb
Name: NORRIS M. WEBB
Title: EXECUTIVE VICE PRESIDENT

By: _____
Name: _____
Title: _____

Executed on this 3rd day of December, 2003.

[CORPORATE SEAL]

STATE OF OREGON

COUNTY OF CLACKAMAS

I, Janet E. Johnston, a Notary Public of the State and County
aforesaid, certify that Norris M. Webb personally appeared before me this day
and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of December, 2003.

Janet E. Johnston
Notary Public

My Commission Expires:

5/28/2006

Notary Public



EXHIBIT A - AMENDMENT TO MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred forty-nine (249)

DESCRIPTION OF CARS: 5150 cu. ft. covered hopper cars

CAR NUMBERS:

AOK 315101	AOK 315197	AOK 315291	ICE 51027	ICE 51070	ICE 51112
AOK 315103	AOK 315198	AOK 315292	ICE 51028	ICE 51071	ICE 51113
AOK 315106	AOK 315203	AOK 315293	ICE 51029	ICE 51072	ICE 51114
AOK 315108	AOK 315210	AOK 315294	ICE 51030	ICE 51073	ICE 51115
AOK 315109	AOK 315215	AOK 315296	ICE 51031	ICE 51074	ICE 51116
AOK 315112	AOK 315216	AOK 315297	ICE 51032	ICE 51075	ICE 51117
AOK 315113	AOK 315217	AOK 315299	ICE 51033	ICE 51076	ICE 51118
AOK 315116	AOK 315219	AOK 315300	ICE 51034	ICE 51077	ICE 51119
AOK 315119	AOK 315222	AOK 315302	ICE 51035	ICE 51078	ICE 51120
AOK 315121	AOK 315224	AOK 315303	ICE 51036	ICE 51079	ICE 51121
AOK 315122	AOK 315225	AOK 315304	ICE 51037	ICE 51080	ICE 51122
AOK 315125	AOK 315227	AOK 315307	ICE 51038	ICE 51081	ICE 51123
AOK 315129	AOK 315230	AOK 315310	ICE 51039	ICE 51082	ICE 51124
AOK 315133	AOK 315232	AOK 315311	ICE 51040	ICE 51083	ICE 51125
AOK 315137	AOK 315233	AOK 315319	ICE 51041	ICE 51084	ICE 51126
AOK 315141	AOK 315237	AOK 315328	ICE 51042	ICE 51085	ICE 51127
AOK 315142	AOK 315241	ICE 51001	ICE 51043	ICE 51086	ICE 51128
AOK 315144	AOK 315242	ICE 51002	ICE 51044	ICE 51087	ICE 51129
AOK 315146	AOK 315245	ICE 51003	ICE 51045	ICE 51088	ICE 51130
AOK 315149	AOK 315247	ICE 51004	ICE 51046	ICE 51089	ICE 51131
AOK 315153	AOK 315252	ICE 51005	ICE 51047	ICE 51090	ICE 51132
AOK 315154	AOK 315253	ICE 51006	ICE 51048	ICE 51091	ICE 51133
AOK 315156	AOK 315258	ICE 51007	ICE 51049	ICE 51092	ICE 51134
AOK 315160	AOK 315261	ICE 51008	ICE 51050	ICE 51093	ICE 51135
AOK 315162	AOK 315262	ICE 51009	ICE 51051	ICE 51094	ICE 51136
AOK 315163	AOK 315263	ICE 51010	ICE 51052	ICE 51095	ICE 51137
AOK 315166	AOK 315265	ICE 51011	ICE 51053	ICE 51096	ICE 51138
AOK 315173	AOK 315266	ICE 51012	ICE 51054	ICE 51097	ICE 51139
AOK 315174	AOK 315268	ICE 51013	ICE 51055	ICE 51098	ICE 51140
AOK 315176	AOK 315269	ICE 51014	ICE 51057	ICE 51099	ICE 51141
AOK 315178	AOK 315270	ICE 51015	ICE 51058	ICE 51100	ICE 51142
AOK 315180	AOK 315271	ICE 51016	ICE 51059	ICE 51101	ICE 51143
AOK 315181	AOK 315272	ICE 51017	ICE 51060	ICE 51102	ICE 51144
AOK 315183	AOK 315275	ICE 51018	ICE 51061	ICE 51103	ICE 51145
AOK 315186	AOK 315276	ICE 51019	ICE 51062	ICE 51104	ICE 51146
AOK 315188	AOK 315277	ICE 51020	ICE 51063	ICE 51105	ICE 51147
AOK 315189	AOK 315282	ICE 51021	ICE 51064	ICE 51106	ICE 51148
AOK 315190	AOK 315284	ICE 51022	ICE 51065	ICE 51107	ICE 51149
AOK 315193	AOK 315285	ICE 51023	ICE 51066	ICE 51108	ICE 51150
AOK 315194	AOK 315287	ICE 51024	ICE 51067	ICE 51109	Count: 249
AOK 315195	AOK 315288	ICE 51025	ICE 51068	ICE 51110	
AOK 315196	AOK 315289	ICE 51026	ICE 51069	ICE 51111	
